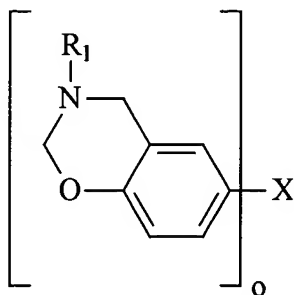


**AMENDMENTS TO THE CLAIMS:**

Amendments to the claims are presented below, in which Claims 9-32 and 36-39 have been cancelled without prejudice or disclaimer of that which is defined thereby.

1. (Previously Presented) A heat curable composition comprising:

(a) a benzoxazine component comprising

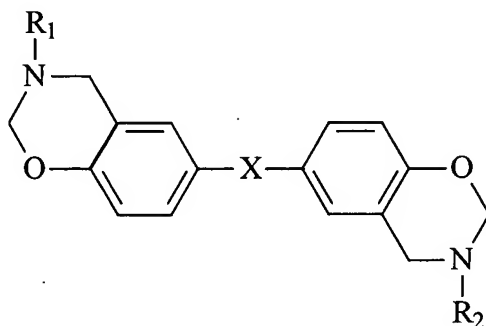


wherein o is 1-4, X is member selected from the group consisting of a direct bond (when o is 2), alkyl (when o is 1), alkylene (when o is 2-4), carbonyl (when o is 2), thiol (when o is 1), thioether (when o is 2), sulfoxide (when o is 2), and sulfone (when o is 2), and R<sub>1</sub> is alkyl; and

(b) about 5 weight percent or more of a toughener component comprising acrylonitrile-butadiene co-polymer having secondary amine terminal groups.

2. (Previously Presented) A heat curable composition comprising:

(a) a benzoxazine component comprising

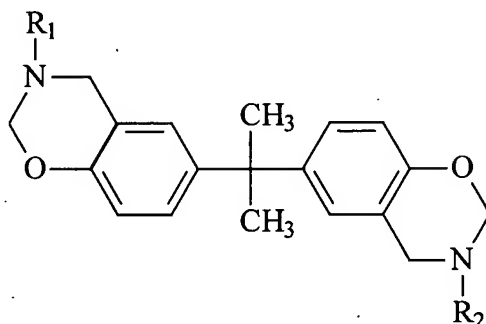


wherein X is selected from the group consisting of a direct bond, CH<sub>2</sub>, C(CH<sub>3</sub>)<sub>2</sub>, C=O, S, S=O and O=S=O, and R<sub>1</sub> and R<sub>2</sub> are the same or different and are selected from the group consisting of methyl, ethyl, propyls and butyls; and

(b) about 5 weight percent or more of a toughener component comprising acrylonitrile-butadiene co-polymer having secondary amine terminal groups, wherein cured reaction products of the composition are capable of demonstrating at least one of a wet T<sub>g</sub> of at least 350°F, a toughness measured by GI<sub>c</sub> of at least 1.9 in-lb./in<sup>2</sup>, a percent decrease in ΔH of at least 15% compared with a benzoxazine prepared from bisphenol F and aniline, and a percent decrease in wet T<sub>g</sub> compared with dry T<sub>g</sub> with increased toughener concentration of less than 6%.

3. (Previously Presented) A heat curable composition comprising:

(a) a benzoxazine component comprising

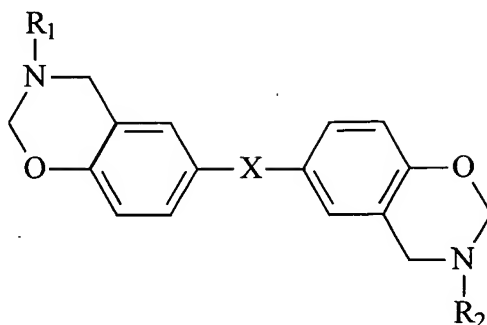


wherein R<sub>1</sub> and R<sub>2</sub> are the same or different and are selected from the group consisting of methyl, ethyl, propyls and butyls; and

(b) about 5 weight percent or more of a toughener component comprising acrylonitrile-butadiene co-polymer having secondary amine terminal groups, wherein cured reaction products of the composition are capable of demonstrating at least one of a wet T<sub>g</sub> of at least 350, a toughness measured by GI<sub>c</sub> of at least 1.9 in-lb./in<sup>2</sup>, a percent decrease in ΔH of at least 15% compared with a benzoxazine prepared from bisphenol F and aniline, and a percent decrease in dry T<sub>g</sub> compared with wet T<sub>g</sub> with increased toughener concentration of less than 6%.

4. (Previously Presented) A heat curable composition comprising:

(a) a benzoxazine component comprising

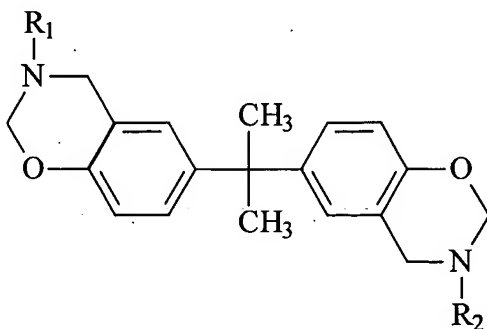


wherein X is selected from the group consisting of a direct bond, CH<sub>2</sub>, C(CH<sub>3</sub>)<sub>2</sub>, C=O, S, S=O and O=S=O, and R<sub>1</sub> and R<sub>2</sub> are the same or different and are selected from the group consisting of methyl, ethyl, propyls and butyls; and

(b) about 5 weight percent or more of a toughener component comprising acrylonitrile-butadiene co-polymer having secondary amine terminal groups, wherein T<sub>g</sub> and toughness measured by GI<sub>c</sub> increase as the amount of toughener in the composition increases.

5. (Previously Presented) A heat curable composition comprising:

(a) a benzoxazine component comprising



wherein  $R_1$  and  $R_2$  are the same or different and are selected from the group consisting of methyl, ethyl, propyls and butyls; and

(b) about 5 weight percent or more of a toughener component comprising acrylonitrile-butadiene co-polymer having secondary amine terminal groups, wherein  $T_g$  and toughness measured by  $GI_c$  increase as the amount of toughener in the composition increases.

6. (Original) The heat curable composition of Claims 1-5, having a cured density of less than 1.2 g/cc.

7. (Original) The heat curable composition of Claims 1-5, wherein component (a) is present in an amount in the range of about 10 to about 99 percent by weight, based on the total weight of the composition.

Claims 8-32. (Cancelled).

33. (Previously Presented) An adhesive composition comprising the heat curable composition of any one of Claims 1-5.

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34. (Original) The adhesive compositions of Claim 33, further comprising one or more of an adhesion promoter, a flame retardant, a filler, a thermoplastic additive, a reactive or unreactive diluent, and a thixotrope.

35. (Previously Presented) Cured reaction products of the adhesive composition of Claim 33.

Claims 36-39. (Cancelled)